

Access Management Luxembourg S.A.  
*Société Anonyme*  
Registered Office: 12, rue Eugène Ruppert  
L - 2453 Luxembourg  
R.C.S. Luxembourg N° B 94.564

**Circular Resolutions of the Board of Directors**

The Board of Directors of the above-mentioned Company acting in application of article 12 of the Articles of Incorporation of the Company and through the present resolution which is dated and signed by any and all directors, takes the following resolutions:

**WHEREAS**

Having reviewed the draft financial statements for the fiscal year ended 31 December 2007,

**RESOLVED**

To convene the Annual General Meeting which will be held at the registered office of the Company on November 13, 2008 at 12h00 a.m. (local time) with the following Agenda:


1. To approve the annual report comprising the audited accounts of the Company for the fiscal year ended 31 December 2007 and to approve the Auditor's report thereon
2. To discharge the Directors with respect to the performance of their duties during the fiscal year ended 31 December 2007
3. Not to renew the mandate of Mr Jean-Michel Gelhay as director and thank him for his contribution over the time he spent on the Board
4. To elect Mr Alain Leonard in replacement of Jean-Michel Gelhay
5. To elect the following persons as Directors, each to hold office until the next annual general meeting of shareholders and until his or her successor is duly elected:  
  
Mr. Patrick Littaye  
Mr. Thierry Magon de la Villehuchet  
Mc. Pierre Delandmeter
6. To discharge the Auditor for the fiscal year ended 31 December 2007
7. To elect KPMG as independent Auditor of the Company for the forthcoming fiscal year

8. Allotment of the result for the fiscal year ended 31 December 2007
9. To transact such other business as may properly come before the meeting

This circular resolution will be effective as of the date of the last signature hereto affixed.

\_\_\_\_\_  
Patrick Littaye  
October 28, 2008

\_\_\_\_\_  
Thierry Magon de la Villehuchet  
October 28, 2008

  
\_\_\_\_\_  
Jean-Michel Gelhay  
October 28, 2008

\_\_\_\_\_  
Pierre Delandmeter  
October 28, 2008

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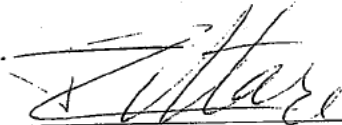
**RESOLVED**

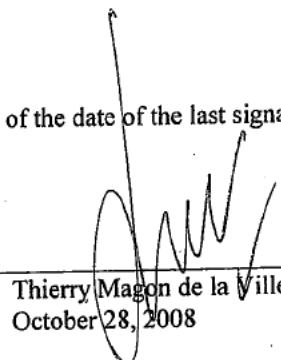
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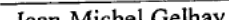
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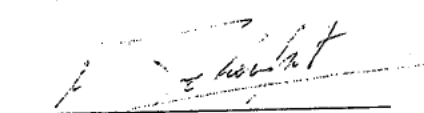
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